

**EXHIBIT D**

Unanimous Written Consent in Lieu of a Special Meeting of the  
Board of Directors of Theia Group, Incorporated dated January 22, 2021

(Attached)

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF THE  
BOARD OF DIRECTORS OF THEIA GROUP, INCORPORATED**

**January 22, 2021**

The undersigned, being all of the members of the Board of Directors (the “**Board**”) of Theia Group Incorporated, a Delaware corporation (the “**Corporation**”), do hereby consent to and adopt the following resolutions, which resolutions shall be deemed to be adopted on the date on which the Board shall have signed this written consent and shall have the same force and effect as if such resolutions were adopted by unanimous vote of the Board at a duly convened meeting held for such purpose, all in accordance with the General Corporation Law of the State of Delaware:

**BACKGROUND ACKNOWLEDGEMENT**

The Board acknowledges the efforts of the senior management team and the continuing effort to grow the Company to achieve the obligations and expectations for the TSN and the fulfillment of the requirements of the FCC license. The Board understands that the Company has obtained financial commitments from Brevet and Bulltick which carry certain conditions, both for forbearance of maturity as well as the promise of future scheduled additional financing. Based upon knowledge of Stephen Buscher’s experience and relationships with Bulltick, it has required the Company to engage Stephen Buscher as Chief Financial Officer.

Accordingly, in the absence of source material, the Board determines it is in the best interests of the company to conditionally appoint Stephen Buscher as Chief Financial Officer at the recommendation of senior management and as required by Bulltick.

Further, the Board understands the request of senior management to consolidate the team membership to provide the strongest strategic effort to seek financing from sources besides the MPP program to maximize the value of the spectrum and advance the Company goals to launch the TSN and its revolutionary vision for the understanding of the physical world. The Board approves an acceleration in changes to senior management to hold the key positions. Therefore, the Board will accept the resignation of Stephen O’Neill as Chief Executive Officer and will appoint Erlend Olson as Chief Executive Officer as well as confirm the appointment of the other members of the senior management team, as follows.

**OFFICERS**

**RESOLVED**, that the following persons are, and each of them individually hereby is, elected to the offices set forth opposite their respective names, to hold office until their respective successors have been duly elected and qualified or until their earlier death, resignation, retirement, or removal (the “**Officers**”), effective as of the date hereof:

<b>Name</b>	<b>Title</b>
Erlend Olson	Chief Executive Officer
Joseph Fagnoli	Chief Technology Officer
Stephen Buscher	Chief Financial Officer

John Gallagher	Chief Government Relations Officer
Eugene Sullivan II	General Counsel
Jamil Swati	Executive Vice President, Investment and Finance Strategy
Reid Gorman	Executive Vice President, Facilities
Erlend Olson	President and CEO, Theia Aviation LLC (wholly owned subsidiary)

**RESOLVED, FURTHER**, that the Officers shall assume and perform their respective duties and responsibilities, as set forth in the Bylaws and as supplemented by the Board from time to time in a manner not inconsistent with the Bylaws and shall otherwise carry on the business of the Corporation, effective immediately.

**RESOLVED, FURTHER**, that the Officers comprising the senior management team, acting through the Chief Executive Officer, shall have the authority to engage such other key personal positions as deemed necessary to further the management and achieve the goals of the Company.

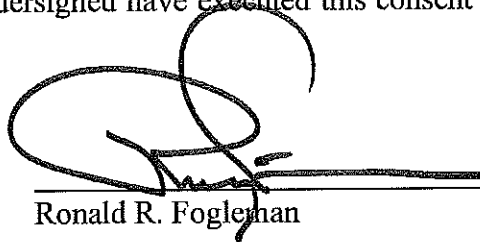
**RESOLVED, FURTHER**, that the Board accepts the resignation of Ronald R. Fogleman as Chairman conditioned upon his remaining as a Board Member with the distinction of Chairman Emeritus. Stephen O'Neill will continue on the Board and is hereby elected as Chairman.

**RESOLVED FURTHER**, that this consent may be executed in multiple counterparts, all of which shall be considered one and the same consent and shall become effective when signed by all members of the Board.

**RESOLVED FURTHER**, that this consent may be executed by facsimile, telecopy or other electronic means, and such execution shall be considered valid, binding, and effective for all purposes.

SIGNATURE PAGE TO FOLLOW

IN WITNESS WHEREOF, the undersigned have executed this consent as of the day and year above.



Ronald R. Fogleman

\_\_\_\_\_  
Stephen O'Neill

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David Deptula

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Erlend Olson

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Frances Cook

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John J. Gallagher

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Judge Eugene Sullivan

\_\_\_\_\_  
Robert Cardillo

BEING ALL OF THE DIRECTORS

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*Stephen T. O'Neill*

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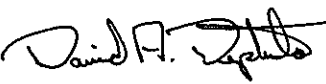
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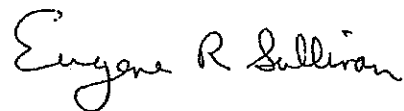
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